RECORDATION NO. 25235-A

ALVORD AND ALVORD

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

Washington, D.C.

20036

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October 7, 2004

ELIAS C ALVORD (1942) ELLSWORTH C. ALVORD (1964) OCT 0 7 '04

4-32 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL URBAN A. LESTER



Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment Agreement, dated as of October 7, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement Chattel Mortgage being filed with the Board under Recordation Number

The names and addresses of the parties to the enclosed document are:

Transferor:

ACF Acceptance II LLC

620 North Second Street St. Charles, Missouri 63301

Transferee:

ACF Acceptance LLC 620 North Second Street

St. Charles, Missouri 63301

Mr. Vernon A. Williams October 7, 2004 Page 2

is:

A description of the railroad equipment covered by the enclosed document

800 railcars: SHPX 462401 - SHPX 463200.

A short summary of the document to appear in the index is:

Bill of Sale and Assignment Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

RWA/anm

Enclosures

RECORDATION NO. 25235-A FILED

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BILL OF SALE AND

SURFACE TRANSPORTATION BOARD

ASSIGNMENT AND ASSUMPTION AGREEMENT

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Agreement"), dated as of October 2, 2004, between ACF ACCEPTANCE II LLC, a Delaware limited liability company (the "Transferor"), and ACF ACCEPTANCE LLC, a Delaware limited liability company (the "Transferee").

WHEREAS: the Transferee and the Transferor desire to enter into this Agreement, in connection with the transfer of, among other things, the Equipment (as defined below), subject to the Lease (as defined below), from the Transferor to the Transferee; and

WHEREAS: the parties also desire to carry out the intent and purpose of the transfer of the Equipment by, among other things, the parties' execution and delivery of this instrument evidencing the assignment by the Transferor of all of its rights, title and interest in and to the Lease to the Transferee and the assumption by the Transferee of all of the Transferor's obligations under the Lease.

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

- 1. For purposes of this Agreement, "Lease" means that certain Lease Agreement dated as of December 18, 1998 between the Transferor, as the lessor, and Epsilon Products Company, as the lessee, with respect to the railcars included in the Equipment and all other contracts for use of any one or more railcars included in the Equipment, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing.
- 2. The Transferor hereby transfers, assigns, conveys, grants and sets over (collectively, "Transfers") to the Transferee, its successors and assigns forever, all of the Transferor's rights, title and interest as of such date in and to the Lease and under the documents attached as exhibits thereto in the form executed, as fully and entirely as the same would have been held and enjoyed by the Transferor as if this assignment had not been made.
- 3. The Transferor hereby Transfers to the Transferee all of the Transferor's right, title and interest in and to the special purpose railcars described on Schedule A hereto and made a part hereof, together with all accessories, equipment, parts and appurtenances appertaining or attached thereto (the "Equipment").
- 4. The Transferee accepts, assumes, takes over and succeeds to all of the Transferor's rights, title and interest as of such date in and to the Lease, subject to the rights of Lessee under the Lease, and the Transferee hereby covenants and agrees to discharge, perform and comply with, and to be bound by, all the terms, conditions, provisions, obligations, {36800/1130/00516657/9/27/2004/}

covenants and duties of the Transferor under the Lease (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

- 5. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively transfer, assign, convey, grant and set over the Lease to the Transferee.
- 6. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Lease or to release the Transferor and its affiliates from their obligations under or on account of the Lease so long as such release will not prejudice the Transferee's rights, title and interest in and to the Lease.
- 7. The Transferor hereby warrants to the Transferee and its successors and assigns that, on the date hereof, the Transferor has, and at the time of delivery of the Equipment, the Transferor will have, good and marketable, legal and beneficial title to the Equipment and the Lease and good and lawful right to transfer the Equipment and the Lease free and clear of all liens, except the liens being released contemporaneously with such delivery and transfer or certain immaterial permitted liens. The Transferor hereby covenants to defend title to the Equipment and the Lease against demands of all persons whomever based on claims originating prior to the delivery of the Equipment.
- 8. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.
- 9. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO THE LAW OF CONFLICT OF LAWS THEREOF (EXCEPT FOR SECTION 5-1401 AND SECTION 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW). THE BILL OF SALE CONTAINED IN THIS AGREEMENT IS DELIVERED BY THE TRANSFEROR TO THE TRANSFEREE IN ST. CHARLES, MISSOURI.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Bill of Sale and Assignment and Assumption Agreement to be executed as of the date first above written.

ACF ACCEPTANCE II LLC

By: ACF ACCEPTANCE LLC, Member By: ACF INDUSTRIES LLC, Member

By:

Name: Robert J. Mitchell

Title: Senior Vice President - Finance

ACF ACCEPTANCE LLC

By: ACF INDUSTRIES LLC, Member

By:

Name: Robert J. Mitchell

Title: Senior Vice President - Finance

[Signature Page to the Assignment and Assumption and Bill of Sale Agreement re Epsilon Products Company Lease dated as of December 18, 1998]

SCHEDULE A

DESCRIPTION OF EQUIPMENT

Each of the special purpose railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth in this Schedule A.

Rptg	Car
Mark	Number Code Contract
SHPX	462401 1211 Lease dated 12/18/98
SHPX	462402 1211 Lease dated 12/18/98
SHPX	462403 1211 Lease dated 12/18/98
SHPX	462404 1211 Lease dated 12/18/98
SHPX	462405 1211 Lease dated 12/18/98
SHPX	462406 1211 Lease dated 12/18/98
SHPX	462407 1211 Lease dated 12/18/98
SHPX	462408 1211 Lease dated 12/18/98
SHPX	462409 1211 Lease dated 12/18/98
SHPX	462410 1211 Lease dated 12/18/98
SHPX	462411 1211 Lease dated 12/18/98
SHPX	462412 1211 Lease dated 12/18/98
SHPX	462413 1211 Lease dated 12/18/98
SHPX	462414 1211 Lease dated 12/18/98
SHPX	462415 1211 Lease dated 12/18/98
SHPX	462416 1211 Lease dated 12/18/98
SHPX	462417 1211 Lease dated 12/18/98
SHPX	462418 1211 Lease dated 12/18/98
SHPX	462419 1211 Lease dated 12/18/98
SHPX	462420 1211 Lease dated 12/18/98
SHPX	462421 1211 Lease dated 12/18/98
SHPX	462422 1211 Lease dated 12/18/98
SHPX	462423 1211 Lease dated 12/18/98
SHPX	462424 1211 Lease dated 12/18/98
SHPX	462425 1211 Lease dated 12/18/98
SHPX	462426 1211 Lease dated 12/18/98
SHPX	462427 1211 Lease dated 12/18/98
SHPX	462428 1211 Lease dated 12/18/98
SHPX	462429 1211 Lease dated 12/18/98
SHPX	462430 1211 Lease dated 12/18/98
SHPX	462431 1211 Lease dated 12/18/98
SHPX	462432 1211 Lease dated 12/18/98
SHPX	462433 1211 Lease dated 12/18/98
SHPX	462434 1211 Lease dated 12/18/98
SHPX	462435 1211 Lease dated 12/18/98
SHPX	462436 1211 Lease dated 12/18/98
SHPX	462437 1211 Lease dated 12/18/98
SHPX	462438 1211 Lease dated 12/18/98
SHPX	462439 1211 Lease dated 12/18/98
SHPX	462440 1211 Lease dated 12/18/98
SHPX	462441 1211 Lease dated 12/18/98
SHPX	462442 802 Lease dated 12/18/98
SHPX	462443 1211 Lease dated 12/18/98
SHPX	462444 1211 Lease dated 12/18/98
SHPX	462445 1211 Lease dated 12/18/98
SHPX	462446 1211 Lease dated 12/18/98
SHPX	462447 1211 Lease dated 12/18/98
SHPX	462448 1211 Lease dated 12/18/98
SHPX	462449 1211 Lease dated 12/18/98
SHPX	462450 1211 Lease dated 12/18/98
SHPX	462451 1211 Lease dated 12/18/98
SHPX	462452 1211 Lease dated 12/18/98
SHPX	462453 1211 Lease dated 12/18/98
SHPX	462454 1211 Lease dated 12/18/98
SHPX	462455 1211 Lease dated 12/18/98

Rptg	Car
Mark	Number Code Contract
SHPX	462456 1211 Lease dated 12/18/98
SHPX	462457 1211 Lease dated 12/18/98
SHPX	462458 1211 Lease dated 12/18/98
SHPX	462459 1211 Lease dated 12/18/98
SHPX	462460 1211 Lease dated 12/18/98
SHPX	462461 1211 Lease dated 12/18/98
SHPX	462462 1211 Lease dated 12/18/98
SHPX	462463 1211 Lease dated 12/18/98
SHPX	462464 1211 Lease dated 12/18/98
SHPX	462465 1211 Lease dated 12/18/98
SHPX	462466 1211 Lease dated 12/18/98
SHPX	462467 1211 Lease dated 12/18/98
SHPX	462468 1211 Lease dated 12/18/98
SHPX	462469 1211 Lease dated 12/18/98
SHPX	462470 1211 Lease dated 12/18/98
SHPX	462471 1211 Lease dated 12/18/98
SHPX	462472 1211 Lease dated 12/18/98
SHPX	462473 1211 Lease dated 12/18/98
SHPX	462474 1211 Lease dated 12/18/98
SHPX	462475 1211 Lease dated 12/18/98
	462476 1211 Lease dated 12/18/98
SHPX	
SHPX	
SHPX	
SHPX	102110 1211 20000 0
SHPX	462480 1211 Lease dated 12/18/98
SHPX	462481 1211 Lease dated 12/18/98
SHPX	462482 1211 Lease dated 12/18/98
SHPX	462483 1211 Lease dated 12/18/98
SHPX	462484 1211 Lease dated 12/18/98
SHPX	462485 1211 Lease dated 12/18/98
SHPX	462486 1211 Lease dated 12/18/98
SHPX	462487 1211 Lease dated 12/18/98
SHPX	462488 1211 Lease dated 12/18/98
SHPX	462489 1211 Lease dated 12/18/98
SHPX	462490 1211 Lease dated 12/18/98
SHPX	462491 1211 Lease dated 12/18/98
SHPX	462492 1211 Lease dated 12/18/98
SHPX	462493 1211 Lease dated 12/18/98
SHPX	462494 1211 Lease dated 12/18/98
SHPX	462495 1211 Lease dated 12/18/98
SHPX	462496 1211 Lease dated 12/18/98
SHPX	462497 1211 Lease dated 12/18/98
SHPX	462498 1211 Lease dated 12/18/98
SHPX	462499 1211 Lease dated 12/18/98
SHPX	462500 1211 Lease dated 12/18/98
SHPX	462501 1211 Lease dated 12/18/98
SHPX	462502 1211 Lease dated 12/18/98
SHPX	462503 1211 Lease dated 12/18/98
SHPX	462504 1211 Lease dated 12/18/98
SHPX	462505 1211 Lease dated 12/18/98
SHPX	462506 1211 Lease dated 12/18/98
SHPX	462507 1211 Lease dated 12/18/98
SHPX	462508 1211 Lease dated 12/18/98
SHPX	462509 1211 Lease dated 12/18/98
SHPX	462510 1211 Lease dated 12/18/98
SHILV	702010 1211 E0000 00100 12/10/00

Rptg	Car	
Mark	Number Co	ode Contract
SHPX	462511 1	211 Lease dated 12/18/98
SHPX	462512 1	211 Lease dated 12/18/98
SHPX	462513 1	211 Lease dated 12/18/98
SHPX		211 Lease dated 12/18/98
SHPX	462515 1	211 Lease dated 12/18/98
SHPX		211 Lease dated 12/18/98
SHPX		211 Lease dated 12/18/98
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SHPX		211 Lease dated 12/18/98
SHPX		211 Lease dated 12/18/98
SHPX		211 Lease dated 12/18/98
SHPX	462535 1	211 Lease dated 12/18/98
SHPX		211 Lease dated 12/18/98
SHPX	462537	802 Lease dated 12/18/98
SHPX	462538 1	211 Lease dated 12/18/98
SHPX	462539 1	211 Lease dated 12/18/98
SHPX	462540 1	211 Lease dated 12/18/98
SHPX	462541 1	211 Lease dated 12/18/98
SHPX	462542 1	211 Lease dated 12/18/98
SHPX	462543 1	211 Lease dated 12/18/98
SHPX	462544 1	211 Lease dated 12/18/98
SHPX	462545 1	211 Lease dated 12/18/98
SHPX		211 Lease dated 12/18/98
SHPX		211 Lease dated 12/18/98
SHPX		211 Lease dated 12/18/98
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SHPX		211 Lease dated 12/18/98
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SHPX		211 Lease dated 12/18/98
SHPX		211 Lease dated 12/18/98
SHPX		211 Lease dated 12/18/98
SHPX	462564 12	211 Lease dated 12/18/98
SHPX	462565 12	211 Lease dated 12/18/98

Rptg	Car		
Mark	Number	Code	Contract
SHPX	462566	1211	Lease dated 12/18/98
SHPX	462567		Lease dated 12/18/98
SHPX	462568		Lease dated 12/18/98
SHPX	462569		Lease dated 12/18/98
SHPX	462570	1211	Lease dated 12/18/98
SHPX	462571		Lease dated 12/18/98
SHPX	462572		Lease dated 12/18/98
SHPX	462573		Lease dated 12/18/98
SHPX	462574		Lease dated 12/18/98
SHPX	462575	1211	Lease dated 12/18/98
SHPX	462576		Lease dated 12/18/98
SHPX	462577		Lease dated 12/18/98
SHPX	462578	1211	
SHPX	462579		Lease dated 12/18/98
SHPX	462580		Lease dated 12/18/98
SHPX	462581	1211	
SHPX	462582	1211	Lease dated 12/18/98
SHPX	462583	1211	Lease dated 12/18/98
SHPX	462584	1211	
SHPX	462585	1211	Lease dated 12/18/98
SHPX	462586	1211	Lease dated 12/18/98
SHPX	462587	1211	Lease dated 12/18/98
SHPX	462588	1211	Lease dated 12/18/98
SHPX	462589	1211	Lease dated 12/18/98
SHPX	462590	1211	Lease dated 12/18/98
SHPX	462591	1211	Lease dated 12/18/98
SHPX	462592	1211	Lease dated 12/18/98
SHPX	462593	1211	Lease dated 12/18/98
SHPX	462594	1211	Lease dated 12/18/98
SHPX	462595	1211	Lease dated 12/18/98
SHPX	462596	1211	Lease dated 12/18/98
SHPX	462597	1211	Lease dated 12/18/98
SHPX	462598	1211	Lease dated 12/18/98
SHPX	462599	1211	Lease dated 12/18/98
SHPX	462600	1211	Lease dated 12/18/98
SHPX	462601	1211	Lease dated 12/18/98
SHPX	462602	1211	Lease dated 12/18/98
SHPX	462603	1211	Lease dated 12/18/98
SHPX	462604	1211	Lease dated 12/18/98
SHPX	462605	1211	Lease dated 12/18/98
SHPX	462606		Lease dated 12/18/98
SHPX	462607	1211	Lease dated 12/18/98
SHPX	462608	1211	Lease dated 12/18/98
SHPX	462609		Lease dated 12/18/98
SHPX	462610	1211	Lease dated 12/18/98
SHPX	462611	1211	Lease dated 12/18/98
SHPX	462612		Lease dated 12/18/98
SHPX	462613		Lease dated 12/18/98
SHPX	462614		Lease dated 12/18/98
SHPX	462615		Lease dated 12/18/98
SHPX	462616		Lease dated 12/18/98
SHPX	462617	1211	
SHPX	462618	1211	
SHPX	462619		Lease dated 12/18/98
SHPX	462620	1211	Lease dated 12/18/98

Rptg	Car
Mark	Number Code Contract
SHPX	462621 1211 Lease dated 12/18/98
SHPX	462622 1211 Lease dated 12/18/98
SHPX	462623 1211 Lease dated 12/18/98
SHPX	462624 1211 Lease dated 12/18/98
SHPX	462625 1211 Lease dated 12/18/98
SHPX	462626 1211 Lease dated 12/18/98
SHPX	462627 1211 Lease dated 12/18/98
SHPX	462628 1211 Lease dated 12/18/98
SHPX	462629 1211 Lease dated 12/18/98
SHPX	462630 1211 Lease dated 12/18/98
SHPX	462631 1211 Lease dated 12/18/98
SHPX	462632 1211 Lease dated 12/18/98
SHPX	462633 1211 Lease dated 12/18/98
SHPX	462634 1211 Lease dated 12/18/98
SHPX	462635 1211 Lease dated 12/18/98
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SHPX	462641 1211 Lease dated 12/18/98
SHPX	462642 1211 Lease dated 12/18/98
SHPX	462643 1211 Lease dated 12/18/98
SHPX	462644 1211 Lease dated 12/18/98
SHPX	462645 1211 Lease dated 12/18/98
SHPX	462646 1211 Lease dated 12/18/98
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SHPX	462656 1211 Lease dated 12/18/98
SHPX	462657 1211 Lease dated 12/18/98
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SHPX	462663 1211 Lease dated 12/18/98
SHPX	462664 1211 Lease dated 12/18/98
SHPX	462665 1211 Lease dated 12/18/98
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SHPX	462672 1211 Lease dated 12/18/98
SHPX	462673 1211 Lease dated 12/18/98
SHPX	462674 1211 Lease dated 12/18/98
SHPX	462675 1211 Lease dated 12/18/98

SHPX 462676 1211 Lease dated 12/18/98 SHPX 462677 1211 Lease dated 12/18/98 SHPX 462688 1211 Lease dated 12/18/98 SHPX 462680 1211 Lease dated 12/18/98 SHPX 462681 1211 Lease dated 12/18/98 SHPX 462682 1211 Lease dated 12/18/98 SHPX 462682 1211 Lease dated 12/18/98 SHPX 462683 1211 Lease dated 12/18/98 SHPX 462684 1211 Lease dated 12/18/98 SHPX 462684 1211 Lease dated 12/18/98 SHPX 462685 1211 Lease dated 12/18/98 SHPX 462686 1211 Lease dated 12/18/98 SHPX 462686 1211 Lease dated 12/18/98 SHPX 462687 1211 Lease dated 12/18/98 SHPX 462689 1211 Lease dated 12/18/98 SHPX 462689 1211 Lease dated 12/18/98 SHPX 462690 1211 Lease dated 12/18/98 SHPX 462691 1211 Lease dated 12/18/98 SHPX 462691 1211 Lease dated 12/18/98 SHPX 462692 1211 Lease dated 12/18/98 SHPX 462693 1211 Lease dated 12/18/98 SHPX 462694 1211 Lease dated 12/18/98 SHPX 462696 1211 Lease dated 12/18/98 SHPX 462696 1211 Lease dated 12/18/98 SHPX 462696 1211 Lease dated 12/18/98 SHPX 462699 1211 Lease dated 12/18/98 SHPX 462699 1211 Lease dated 12/18/98 SHPX 462699 1211 Lease dated 12/18/98 SHPX 462690 1211 Lease dated 12/18/98 SHPX 462690 1211 Lease dated 12/18/98 SHPX 462691 1211 Lease dated 12/18/98 SHPX 462690 1211 Lease dated 12/18/98 SHPX 462690 1211 Lease dated 12/18/98 SHPX 462690 1211 Lease dated 12/18/98 SHPX 462700 1211 Lease dated 12/18/98 SHPX 462700 1211 Lease dated 12/18/98 SHPX 462701 1211 Lease dated 12/18/98 SHPX 462702 1211 Lease dated 12/18/98 SHPX 462703 1211 Lease dated 12/18/98 SHPX 462701 1211 Lease dated 12/18/98 SHPX 462711 1211 Lease dated 12/18/98 SHPX 462711 1211 Lease dated 12/	Rptg	Car
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Rptg	Car			
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SHPX			Lease dated 12/18/98	
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SHPX	462771		1 Lease dated 12/18/98	
SHPX	462772		1 Lease dated 12/18/98	
SHPX	462773		1 Lease dated 12/18/98	
SHPX	462774		1 Lease dated 12/18/98	
SHPX	462775		1 Lease dated 12/18/98	
SHPX	462776		1 Lease dated 12/18/98	
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SHPX	462778		1 Lease dated 12/18/98	
SHPX	462779	121	1 Lease dated 12/18/98	
SHPX	462780		1 Lease dated 12/18/98	
SHPX	462781	121	1 Lease dated 12/18/98	
SHPX	462782	121	1 Lease dated 12/18/98	
SHPX	462783	121	1 Lease dated 12/18/98	
SHPX	462784		1 Lease dated 12/18/98	
SHPX	462785	121	1 Lease dated 12/18/98	

Rptg	Car	
Mark	Number Code	e Contract
SHPX	462786 121	1 Lease dated 12/18/98
SHPX	462787 121	1 Lease dated 12/18/98
SHPX	462788 121	1 Lease dated 12/18/98
SHPX	462789 121	
SHPX	462790 121	1 Lease dated 12/18/98
SHPX	462791 121	1 Lease dated 12/18/98
SHPX	462792 121	1 Lease dated 12/18/98
SHPX	462793 121	
SHPX	462794 121	1 Lease dated 12/18/98
SHPX	462795 121	1 Lease dated 12/18/98
SHPX	462796 121	1 Lease dated 12/18/98
SHPX	462797 121	1 Lease dated 12/18/98
SHPX	462798 121	1 Lease dated 12/18/98
SHPX	462799 121	
SHPX	462800 121	1 Lease dated 12/18/98
SHPX	462801 121	1 Lease dated 12/18/98
SHPX	462802 121	1 Lease dated 12/18/98
SHPX	462803 121	1 Lease dated 12/18/98
SHPX	462804 121	1 Lease dated 12/18/98
SHPX	462805 121	1 Lease dated 12/18/98
SHPX	462806 121	1 Lease dated 12/18/98
SHPX	462807 121	1 Lease dated 12/18/98
SHPX	462808 121	1 Lease dated 12/18/98
SHPX	462809 121	1 Lease dated 12/18/98
SHPX	462810 121	1 Lease dated 12/18/98
SHPX	462811 121	1 Lease dated 12/18/98
SHPX	462812 121	1 Lease dated 12/18/98
SHPX	462813 121	1 Lease dated 12/18/98
SHPX	462814 121	1 Lease dated 12/18/98
SHPX	462815 121	1 Lease dated 12/18/98
SHPX	462816 121	1 Lease dated 12/18/98
SHPX	462817 121	1 Lease dated 12/18/98
SHPX	462818 121	1 Lease dated 12/18/98
SHPX	462819 121	1 Lease dated 12/18/98
SHPX	462820 121	1 Lease dated 12/18/98
SHPX	462821 121	1 Lease dated 12/18/98
SHPX	462822 121	1 Lease dated 12/18/98
SHPX	462823 121	1 Lease dated 12/18/98
SHPX	462824 121	1 Lease dated 12/18/98
SHPX	462825 121	1 Lease dated 12/18/98
SHPX	462826 121	1 Lease dated 12/18/98
SHPX	462827 121	1 Lease dated 12/18/98
SHPX	462828 121	1 Lease dated 12/18/98
SHPX	462829 121	1 Lease dated 12/18/98
SHPX	462830 121	1 Lease dated 12/18/98
SHPX	462831 121	1 Lease dated 12/18/98
SHPX	462832 121	1 Lease dated 12/18/98
SHPX	462833 121	1 Lease dated 12/18/98
SHPX	462834 121	1 Lease dated 12/18/98
SHPX	462835 121	1 Lease dated 12/18/98
SHPX	462836 121	1 Lease dated 12/18/98
SHPX	462837 121	1 Lease dated 12/18/98
SHPX	462838 121	1 Lease dated 12/18/98
SHPX	462839 121	1 Lease dated 12/18/98
SHPX	462840 121	1 Lease dated 12/18/98

Rptg	Car		
Mark	Number	Code	Contract
SHPX	462841	1211	Lease dated 12/18/98
SHPX	462842	1211	Lease dated 12/18/98
SHPX	462843	1211	Lease dated 12/18/98
SHPX	462844	1211	Lease dated 12/18/98
SHPX	462845	1211	Lease dated 12/18/98
SHPX	462846	802	Lease dated 12/18/98
SHPX	462847	1211	Lease dated 12/18/98
SHPX	462848	1211	Lease dated 12/18/98
SHPX	462849	1211	Lease dated 12/18/98
SHPX	462850	1211	
SHPX	462851	1211	Lease dated 12/18/98
SHPX	462852		Lease dated 12/18/98
SHPX	462853		Lease dated 12/18/98
SHPX	462854	1211	
SHPX	462855		Lease dated 12/18/98
SHFX	462856		Lease dated 12/18/98
SHPX	462857		Lease dated 12/18/98
SHPX	462858		Lease dated 12/18/98
SHPX	462859		Lease dated 12/18/98
SHPX	462860	1211	Lease dated 12/18/98
SHPX	462861	1211	Lease dated 12/18/98
SHPX	462862		Lease dated 12/18/98
SHPX	462863		Lease dated 12/18/98
SHPX	462864	. — .,	Lease dated 12/18/98
SHPX	462865		Lease dated 12/18/98
SHPX	462866		Lease dated 12/18/98
SHPX	462867	1211	Lease dated 12/18/98
SHPX	462868		Lease dated 12/18/98
SHPX	462869	1211	Lease dated 12/18/98
SHPX	462870		Lease dated 12/18/98
SHPX	462871	1211	Lease dated 12/18/98
SHPX	462872	1211	Lease dated 12/18/98
SHPX	462873	1211	Lease dated 12/18/98
SHPX	462874	1211	Lease dated 12/18/98
SHPX	462875	1211	Lease dated 12/18/98
SHPX	462876		Lease dated 12/18/98
SHPX	462877		Lease dated 12/18/98
SHPX	462878		Lease dated 12/18/98
SHPX	462879		Lease dated 12/18/98
SHPX	462880		Lease dated 12/18/98
SHPX	462881		Lease dated 12/18/98
SHPX	462882		Lease dated 12/18/98
SHPX	462883	1211	Lease dated 12/18/98
SHPX	462884	1211	Lease dated 12/18/98
SHPX	462885		Lease dated 12/18/98
SHPX	462886	1211	Lease dated 12/18/98
SHPX	462887	1211	Lease dated 12/18/98
SHPX	462888	1211	Lease dated 12/18/98
SHPX	462889	1211	Lease dated 12/18/98
SHPX	462890	1211	Lease dated 12/18/98
SHPX	462891	1211	Lease dated 12/18/98
SHPX	462892	1211	Lease dated 12/18/98
SHPX	462893	1211	Lease dated 12/18/98
SHPX	462894	1211	Lease dated 12/18/98
SHPX	462895		Lease dated 12/18/98

Rptg	Car
Mark	Number Code Contract
SHPX	462896 1211 Lease dated 12/18/98
SHPX	462897 1211 Lease dated 12/18/98
SHPX	462898 1211 Lease dated 12/18/98
SHPX	462899 1211 Lease dated 12/18/98
SHPX	462900 1211 Lease dated 12/18/98
SHPX	462901 1211 Lease dated 12/18/98
SHPX	462902 1211 Lease dated 12/18/98
SHPX	462903 1211 Lease dated 12/18/98
SHPX	462904 1211 Lease dated 12/18/98
SHPX	462905 1211 Lease dated 12/18/98
SHPX	462906 1211 Lease dated 12/18/98
SHPX	462907 1211 Lease dated 12/18/98
SHPX	462908 1211 Lease dated 12/18/98
SHPX	462909 1211 Lease dated 12/18/98
SHPX	462910 1211 Lease dated 12/18/98
SHPX	462911 1211 Lease dated 12/18/98
SHPX	462912 1211 Lease dated 12/18/98
SHPX	462913 1211 Lease dated 12/18/98
SHPX	462914 1211 Lease dated 12/18/98
SHPX	462915 1211 Lease dated 12/18/98
SHPX	462916 1211 Lease dated 12/18/98
SHPX	462917 1211 Lease dated 12/18/98
	462918 1211 Lease dated 12/18/98
SHPX	462919 1211 Lease dated 12/18/98
SHPX	462920 1211 Lease dated 12/18/98
SHPX	462921 1211 Lease dated 12/18/98
SHPX	
SHPX	102020 1211 2211
SHPX	
SHPX	102000 1211 2222
SHPX	462936 1211 Lease dated 12/18/98
SHPX	462937 1211 Lease dated 12/18/98
SHPX	462938 1211 Lease dated 12/18/98
SHPX	462939 1211 Lease dated 12/18/98
SHPX	462940 1211 Lease dated 12/18/98
SHPX	462941 1211 Lease dated 12/18/98
SHPX	462942 1211 Lease dated 12/18/98
SHPX	462943 1211 Lease dated 12/18/98
SHPX	462944 1211 Lease dated 12/18/98
SHPX	462945 1211 Lease dated 12/18/98
SHPX	462946 1211 Lease dated 12/18/98
SHPX	462947 1211 Lease dated 12/18/98
SHPX	462948 1211 Lease dated 12/18/98
SHPX	462949 1211 Lease dated 12/18/98
SHPX	462950 1211 Lease dated 12/18/98

Б.	_		
Rptg	Car	O- 4-	Combinant
Mark SHPX			Contract
SHPX	462951	1211	Lease dated 12/18/98 Lease dated 12/18/98
SHPX	462952		
	462953		Lease dated 12/18/98
SHPX	462954		Lease dated 12/18/98
SHPX	462955		Lease dated 12/18/98
SHFX	462956		Lease dated 12/18/98
SHPX	462957		Lease dated 12/18/98
SHPX	462958		Lease dated 12/18/98
SHPX	462959		Lease dated 12/18/98
SHPX	462960		Lease dated 12/18/98
SHPX	462961		Lease dated 12/18/98
SHPX	462962		Lease dated 12/18/98
SHPX	462963		Lease dated 12/18/98
SHPX	462964		Lease dated 12/18/98
SHPX	462965		Lease dated 12/18/98
SHPX	462966	1211	
SHPX	462967	1211	
SHPX	462968		Lease dated 12/18/98
SHPX	462969		Lease dated 12/18/98
SHPX	462970		Lease dated 12/18/98
SHPX	462971		Lease dated 12/18/98
SHPX	462972	1211	Lease dated 12/18/98
SHPX	462973	1211	Lease dated 12/18/98
SHPX	462974	1211	
SHPX	462975	1211	Lease dated 12/18/98
SHPX	462976	1211	
SHPX	462977	1211	Lease dated 12/18/98
SHPX	462978	802	Lease dated 12/18/98
SHPX	462979	1211	Lease dated 12/18/98
SHPX	462980	1211	Lease dated 12/18/98
SHPX	462981	1211	Lease dated 12/18/98
SHPX	462982	1211	
SHPX	462983	1211	Lease dated 12/18/98
SHPX	462984	1211	Lease dated 12/18/98
SHPX	462985	1211	Lease dated 12/18/98
SHPX	462986	1211	Lease dated 12/18/98
SHPX	462987	1211	Lease dated 12/18/98
SHPX	462988	1211	Lease dated 12/18/98
SHPX	462989	1211	Lease dated 12/18/98
SHPX	462990	1211	Lease dated 12/18/98
SHPX	462991		Lease dated 12/18/98
SHPX	462992	1211	Lease dated 12/18/98
SHPX	462993	1211	Lease dated 12/18/98
SHPX	462994	1211	Lease dated 12/18/98
SHPX	462995	1211	Lease dated 12/18/98
SHPX	462996	1211	Lease dated 12/18/98
SHPX	462997	1211	Lease dated 12/18/98
SHPX	462998	1211	Lease dated 12/18/98
SHPX	462999	1211	Lease dated 12/18/98
SHPX	463000	1211	Lease dated 12/18/98
SHPX	463001		Lease dated 12/18/98
SHPX	463002	1211	Lease dated 12/18/98
SHPX	463003	1211	Lease dated 12/18/98
SHPX	463004	1211	Lease dated 12/18/98
SHPX	463005	1211	Lease dated 12/18/98

_	_		
Rptg	Car		.
Mark			Contract
SHPX	463006	1211	Lease dated 12/18/98
SHPX	463007	1211	Lease dated 12/18/98
SHPX	463008	1211	Lease dated 12/18/98
SHPX	463009	1211	Lease dated 12/18/98
SHPX	463010	1211	Lease dated 12/18/98
SHPX	463011	1211	Lease dated 12/18/98
SHPX	463012	1211	Lease dated 12/18/98
SHPX	463013	1211	Lease dated 12/18/98
SHPX	463014	1211	Lease dated 12/18/98
SHPX	463015	1211	Lease dated 12/18/98
SHPX	463016	1211	Lease dated 12/18/98
SHPX	463017	1211	Lease dated 12/18/98
SHPX	463018	1211	Lease dated 12/18/98
SHPX	463019	1211	Lease dated 12/18/98
SHPX	463020	1211	Lease dated 12/18/98
SHPX	463021	1211	Lease dated 12/18/98
SHPX	463022	1211	Lease dated 12/18/98
SHPX	463023	1211	Lease dated 12/18/98
SHPX	463024	1211	Lease dated 12/18/98
SHPX	463025	1211	Lease dated 12/18/98
SHPX	463026	1211	Lease dated 12/18/98
SHPX	463027	1211	Lease dated 12/18/98
SHPX	463028	1211	Lease dated 12/18/98
SHPX	463029	1211	Lease dated 12/18/98
SHPX	463030	1211	Lease dated 12/18/98
SHPX	463031	1211	Lease dated 12/18/98
SHPX	463032	1211	Lease dated 12/18/98
SHPX	463033	1211	Lease dated 12/18/98
SHPX	463034	1211	Lease dated 12/18/98
SHPX	463035	1211	Lease dated 12/18/98
SHPX	463036	1211	Lease dated 12/18/98
SHPX	463037	1211	Lease dated 12/18/98
SHPX	463038	1211	Lease dated 12/18/98
SHPX	463039	1211	Lease dated 12/18/98
SHFX	463040	1211	Lease dated 12/18/98
SHPX	463041	1211	Lease dated 12/18/98
SHPX	463042	1211	Lease dated 12/18/98
SHPX	463043	1211	Lease dated 12/18/98
SHPX	463044	1211	Lease dated 12/18/98
SHPX	463045	1211	Lease dated 12/18/98
SHPX	463046		Lease dated 12/18/98
SHPX	463047		Lease dated 12/18/98
SHPX	463048		Lease dated 12/18/98
SHPX	463049		Lease dated 12/18/98
SHPX	463050		Lease dated 12/18/98
SHPX	463051		Lease dated 12/18/98
SHPX	463052		Lease dated 12/18/98
SHPX	463053		Lease dated 12/18/98
SHPX	463054		Lease dated 12/18/98
SHPX	463055		Lease dated 12/18/98
SHPX	463056		Lease dated 12/18/98
SHPX	463057		Lease dated 12/18/98
SHPX	463058		Lease dated 12/18/98
SHPX	463059		Lease dated 12/18/98
SHPX	463060	1211	Lease dated 12/18/98

Rptg	Car		
Mark	Number	Code	Contract
SHPX	463061	1211	Lease dated 12/18/98
SHPX	463062	1211	Lease dated 12/18/98
SHPX	463063	1211	Lease dated 12/18/98
SHPX	463064		Lease dated 12/18/98
SHPX	463065		Lease dated 12/18/98
SHPX	463066	1211	Lease dated 12/18/98
SHPX	463067	1211	Lease dated 12/18/98
SHPX	463068		Lease dated 12/18/98
SHPX	463069	1211	
SHPX	463070	1211	
SHPX	463071	1211	Lease dated 12/18/98
SHPX	463072	1211	Lease dated 12/18/98
SHPX	463073	1211	Lease dated 12/18/98
SHPX	463074	1211	Lease dated 12/18/98
SHPX	463075	1211	Lease dated 12/18/98
SHPX	463076	1211	Lease dated 12/18/98
SHPX	463077	1211	Lease dated 12/18/98
SHPX	463078	1211	
SHPX	463079	1211	Lease dated 12/18/98
SHPX	463089	1211	Lease dated 12/18/98
SHPX	463081	1211	
SHPX	463082		Lease dated 12/18/98
SHPX	463083	1211	Lease dated 12/18/98
SHPX	463084	1211	Lease dated 12/18/98
SHPX	463085	1211	Lease dated 12/18/98
SHPX	463086		Lease dated 12/18/98
SHPX	463087	1211	Lease dated 12/18/98
SHPX	463088	1211	Lease dated 12/18/98
SHPX	463089	1211	
SHPX	463090	1211	
SHPX	463091		Lease dated 12/18/98
SHPX	463092	1211	Lease dated 12/18/98
SHPX	463093	1211	Lease dated 12/18/98
SHPX	463094	1211	
SHPX	463095	1211	Lease dated 12/18/98
SHPX	463096		Lease dated 12/18/98
SHPX	463097		Lease dated 12/18/98
SHPX	463098	1211	Lease dated 12/18/98
SHPX	463099	1211	
SHPX	463100	1211	Lease dated 12/18/98
SHPX	463101	1211	Lease dated 12/18/98
SHPX	463102		Lease dated 12/18/98
SHPX	463103		Lease dated 12/18/98
SHPX	463104		Lease dated 12/18/98
SHPX	463105		Lease dated 12/18/98
SHPX	463106	1211	Lease dated 12/18/98
SHPX	463107		Lease dated 12/18/98
SHPX	463108		Lease dated 12/18/98
SHPX	463109		Lease dated 12/18/98
SHPX	463110		Lease dated 12/18/98
SHPX	463111		Lease dated 12/18/98
SHPX	463112		Lease dated 12/18/98
SHPX	463113		Lease dated 12/18/98
SHPX	463114		Lease dated 12/18/98
SHPX	463115	1211	Lease dated 12/18/98

Rptg	Car	
Mark	Number Code	Contract
SHPX	463116 1211	Lease dated 12/18/98
SHPX	463117 1211	1 Lease dated 12/18/98
SHPX	463118 1211	Lease dated 12/18/98
SHPX	463119 1211	1 Lease dated 12/18/98
SHPX		Lease dated 12/18/98
SHPX		Lease dated 12/18/98
SHPX	463122 1211	
SHPX	463123 1211	
SHPX		1 Lease dated 12/18/98
SHPX		1 Lease dated 12/18/98
SHPX		1 Lease dated 12/18/98
SHPX		Lease dated 12/18/98
SHPX	463128 1211	
SHPX	463129 1211	
SHPX	463130 1211	
SHPX	463131 121	
SHPX	463132 121	
SHPX	463133 121	
SHPX	463134 121	
SHPX	463135 121	
SHPX	463136 121	
SHPX		1 Lease dated 12/18/98
SHPX	463138 121	
		1 Lease dated 12/18/98
SHPX		
SHPX		1 Lease dated 12/18/98
SHPX	463141 1211	
SHPX		1 Lease dated 12/18/98
SHPX	463143 1211	
SHPX	463144 121	
SHPX	463145 1211	
SHPX	463146 121	
SHPX	463147 1211	
SHPX	463148 1211	
SHPX	463149 121	
SHPX	463150 121	
SHPX	463151 1211	
SHPX	463152 121	
SHPX	463153 121	
SHPX	463154 121	
SHPX		1 Lease dated 12/18/98
SHPX	463156 121	
SHPX		1 Lease dated 12/18/98
SHPX		1 Lease dated 12/18/98
SHPX		1 Lease dated 12/18/98
SHPX		1 Lease dated 12/18/98
SHPX	463161 121	1 Lease dated 12/18/98
SHPX	463162 1211	1 Lease dated 12/18/98
SHPX		1 Lease dated 12/18/98
SHPX	463164 121	1 Lease dated 12/18/98
SHPX	463165 121°	1 Lease dated 12/18/98
SHPX		1 Lease dated 12/18/98
SHPX		1 Lease dated 12/18/98
SHPX	463168 121°	1 Lease dated 12/18/98
SHPX		1 Lease dated 12/18/98
SHPX	463170 121	1 Lease dated 12/18/98

Rptgi	Car		
Mark	Number	Code	Contract
SHPX	463171	1211	Lease dated 12/18/98
SHPX	463172	1211	Lease dated 12/18/98
SHPX	463173	1211	Lease dated 12/18/98
SHPX	463174	1211	Lease dated 12/18/98
SHPX	463175	1211	Lease dated 12/18/98
SHPX	463176	1211	Lease dated 12/18/98
SHPX	463177	1211	Lease dated 12/18/98
SHPX	463178	1211	Lease dated 12/18/98
SHPX	463179	1211	Lease dated 12/18/98
SHPX	463180	1211	Lease dated 12/18/98
SHPX	463181	1211	Lease dated 12/18/98
SHPX	463182	1211	Lease dated 12/18/98
SHPX	463183	1211	Lease dated 12/18/98
SHPX	463184	1211	Lease dated 12/18/98
SHPX	463185	1211	Lease dated 12/18/98
SHPX	463186	1211	Lease dated 12/18/98
SHPX	463187	1211	Lease dated 12/18/98
SHPX	463188	1211	Lease dated 12/18/98
SHPX	463189	1211	Lease dated 12/18/98
SHPX	463190	1211	Lease dated 12/18/98
SHPX	463191	1211	Lease dated 12/18/98
SHPX	463192	1211	Lease dated 12/18/98
SHPX	463193	1211	Lease dated 12/18/98
SHPX	463194	1211	Lease dated 12/18/98
SHPX	463195	1211	Lease dated 12/18/98
SHPX	463196	1211	Lease dated 12/18/98
SHPX	463197	1211	Lease dated 12/18/98
SHPX	463198	1211	Lease dated 12/18/98
SHPX	463199	1211	Lease dated 12/18/98
SHPX	463200	1211	Lease dated 12/18/98

800 Cars